

Bylaws of the Florida Labor-Management Conference, Inc
Conformed Document

As issued May 15, 1996 and Amended December 18, 1997

Article I ~ Identification

- (1) Name: The name of the corporation is The Florida Labor-Management Conference, Inc. ("Corporation").
- (2) Principal Office: The street address of the principal office of the corporation is 171 Taylor Avenue, Cape Canaveral, Florida 32920, and the post office address is The Florida Labor-Management Conference, P. O. Box 21024, Kennedy Space Center, FL 32815-0024. The corporation may have such other offices either within or without the State of Florida as the board of directors may designate or as the business of the corporation may from time to time require.

Article II ~ The Board of Directors

- (1) Powers: The board of directors shall have the entire management of the corporation and is vested with all the power possessed by the Corporation itself.
- (2) Meetings: The board of directors shall hold an annual meeting at 11:00 a.m. at the offices of the corporation on the second Tuesday of each October. Other meetings of the board of directors may be called by the President, the Chairman of the board of directors of the corporation, or by any director.
- (3) Notice: Meetings of the board of directors shall be called no less than three days advance notice to each director, specifying the place, day and hour of such meeting. Meetings may be held by conference telephone call or by like means.
- (4) Waiver: Any director may waive notice of any meeting of the board of directors by written waiver of notice signed by such director before, at, or after such meeting. Attendance of a director at a meeting shall constitute waiver of notice of such meeting.
- (5) Quorum: A quorum shall consist of a majority of the directors.
- (6) Voting: A quorum being present, all questions and elections shall be determined by a majority vote of the directors in attendance at any meeting, except as may otherwise be provided by law. Should any person serve as a member of the Board of Directors by virtue of duplicative appointment, selection, election, or otherwise, he shall nevertheless be entitled to one vote only and no member of the board of Directors shall be entitled to more than one vote. Upon expiration of the term of any member of the board of directors. Remain in directors by majority vote shall appoint, or may reappoint, a director for a term sufficient to fill the vacancy created by the expiration of the term of one of the directors.
- (7) Chairman of the Board: The Board of Directors shall elect, no less frequently than annually, among themselves, one member to serve as Chairman of the Board. It shall be the duty of the Chairman of the Board to preside at all meetings of the Board of Directors and Chairman and Chairman of the Board shall be the authorized member of the Board of Directors to execute resolution of the Board and other official documents requiring the Boards signature.

- (8) Selection of Directors: The Directors of the Corporation shall be selected by majority vote of the other Directors of the Corporation. The election of the members of the Board of Directors shall be taken without cumulative voting. No member shall serve on the Board of Directors unless elected by majority vote of the members of the Board of Directors, except that there shall be seven members of the Board of Directors who will be selected in the following manner:
- (a) Three directors will be selected by the labor organizations participating in the Florida Labor-Management Conference
 - (b) Three directors will be selected by the employer and management representatives participating in the Florida Labor-Management Conference.
 - (c) One director will be selected by the neutral representatives participating in the Florida Labor-Management Conference.

Article III ~ The Officers

- (1) Officers: The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President-General Chairman, Vice-President-Program Chairman, Vice-President-Special Events Chairman, and a Secretary/Treasurer-Financial Officer. The Board of Directors may also elect additional vice-presidents, assistant secretaries and assistant treasurers.
- (2) Election: At its regular annual meeting the board of directors shall elect a President-General Chairman, Vice-President-Program Chairman, Vice-President-Special Events Chairman, and a Secretary/Treasurer-Financial Officer, and such other officers as shall be deemed appropriate. One person may hold more than one office.
- (3) Other Agents: The board of directors may elect such other officers and agents as it shall deem appropriate. Such officers and agents shall exercise such powers and perform such duties as shall be fixed by the board of directors.
- (4) Compensation: The salaries and other compensation of all agents and employees of the Corporation shall be fixed by the board of directors.
- (5) Term of Office: The term of office for an officer shall be the twelve-month period following election and until a successor is duly elected and qualified or until his earlier death. Any vacancy occurring in any office of the Corporation shall be filled by the board of directors.
- (6) Removal: Any officer elected by the board of directors may be removed at any time with or without cause by two-thirds vote of the board of directors.
- (7) Duties: Each officer shall have the duties usual and customary to his office, including but not limited to the following:
 - a. President-General Chairman: The president shall be the chief executive officer of the Corporation. He shall preside at all meetings and shall have the general supervision and management of the business of the Corporation. The president shall see that all orders and resolutions are carried into effect. The president shall have the authority to execute instruments and documents on behalf of the corporation in the ordinary course of business, and on such instruments and documents the seal of the corporation may be affixed and attested by the secretary of the

corporation. At least annually, the president shall prepare and deliver a report to the board of directors of the corporation regarding the conduct of business of the corporation during the preceding year. The president shall serve as general chairman of the Florida Labor-Management Conference. The president shall serve during the year following his term as president as the immediate past president.

- b. Immediate Past President: The immediate past president shall serve in an advisory capacity as a member of the executive committee of the Florida Labor-Management Conference. IN such advisory capacity, the immediate past president shall work closely with the President in carrying out his duties as General Chairman of the Florida Labor-Management Conference and shall be available to assist in the planning and conducting of any of the Corporation's sponsored activities.
- c. Vice-President-Program Chairman: The vice-president-program chairman shall perform those duties assigned to him by the board of directors and shall, in the absence or disabilities of the president perform the duties and exercise the powers of the president. The vice-president-program chairman shall serve as the Program Chairman for the Florida Labor-Management Conference. The Vice-President-Program Chairman is the President-Elect of the Corporation and shall thereby succeed to the office of the President following his term as Vice-President-Program Chairman. The Vice-President-Program Chairman shall appoint a steering committee, which will assist the Vice-President-Special Events Chairman in preparing such seminars as the Florida Labor-Management Conference shall hold.
- d. Vice-President-Special Events Chairman: The Vice-President-Special Events Chairman shall perform those duties assigned by the board of directors and shall, in the absence of disability of the Vice-President-Program Chairman perform the duties and exercise the powers of the President. The Vice-President-Special Events Chairman shall serve as the Secretary of the Florida-Labor Management Conference, and shall be responsible for such seminars as the Florida Labor-Management Conference may from time to time determine to hold.
- e. Secretary/Treasurer-Financial Officer: The Secretary/Treasurer-Financial Officer shall attend all meetings of the board of directors, and shall record all votes and minutes of all meetings in a book to be kept for that purpose. The Secretary/Treasurer-Financial Officer shall give notice of all meetings to the board of directors to the directors. The Secretary/Treasurer-Financial Officer shall be custodian of the corporate seal of the Corporation and shall affix the corporate seal to any instrument requiring it, attesting the same by his signature. He shall have custody of the Corporation's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all monies and all valuable effects in the name of the Corporation in such depositories as may be designated by the board of directors, except such petty cash funds as may be provided by the board of directors. He

shall serve as the Financial Officer of the Florida Labor-Management Conference.

Article IV ~ Amendments

These bylaws may be amended or repealed and new bylaws adopted by the board of directors at any meeting of the board of directors.

Article V ~ Notices

Whenever the provisions of these bylaws or the laws of the State of Florida require notice to be given to any director, notice shall be given by personal delivery or by depositing the same in the United States mail, postal paid, addressed to such director at his address as it appears in the minute book of the corporation. Any director may waive any notice required to be given by law, the articles of incorporation, or these bylaws.

Article VI ~ Fiscal Year

The first fiscal year of the Corporation shall begin on the formation of the Corporation and shall end on such day as may be selected by the officers; and each subsequent fiscal year shall conform to the fiscal year adopted for purposes of reporting under the Internal Revenue Code of 1954, as amended.

Article VII ~ Corporate Seal

The Corporate seal shall have inscribed thereon the name of the Corporation, or abbreviation thereof, and the words "Corporate Seal". The seal may be used by causing it or a facsimile thereof to be impressed or otherwise affixed.

DATED this the 15th day of May, 1996.

ATTEST: Michael W. Tindell (President), F. R. Kendrick (Secretary)